

BALL JANIK LLP

A T T O R N E Y S

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005

www.balljanik.com

TELEPHONE 202-638-3307
FACSIMILE 202-783-6947

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

RECORDATION NO. 21104-B FILED

MAY 01 '01 11:00 AM

SURFACE TRANSPORTATION BOARD
lgitomer@bjllp.com

May 1, 2001

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Amendment to Memorandum of Lease Agreement, a secondary document, dated as of April 27, 2001. The primary document to which this is connected is recorded under Recordation No. 21104. We request that one copy of this document be recorded under Recordation No. 21104-B.

The names and addresses of the parties to the Amendment to Memorandum of Lease Agreement are:

Lessor:

LaSalle National Leasing Corporation
One West Pennsylvania Avenue, Suite 1000
Towson, MD 21204

Lessee:

ParkSierra Corporation, successor-in-interest to Arizona & California Railroad Company
Limited Partnership
221 Gateway Road West, Suite 401
Napa, CA 94558

BALL JANIK LLP

Honorable Vernon A. Williams
May 1, 2001
Page 2

A description of the equipment covered by the Amendment to Memorandum of Lease Agreement consists of three SD-40-2 diesel locomotives numbered ARZC 4001, 4003, and 4004 (formerly numbered HATX 751 and TFM 1505 and 1510, respectively).

A fee of \$28.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: Amendment to Memorandum of Lease Agreement between LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson, MD 21204, and ParkSierra Corporation, successor-in-interest to Arizona & California Railroad Company Limited Partnership, 221 Gateway Road West, Suite 401, Napa, CA 94558, covering three SD-40-2 diesel locomotives numbered ARZC 4001, 4003, and 4004 (formerly numbered HATX 751 and TFM 1505 and 1510, respectively)..

Very Truly Yours,


Louis E. Gitomer

Enclosures

RECORDATION NO. 21104-B FILED

MAY 01 '01 11:34 AM

SURFACE TRANSPORTATION BOARD

AMENDMENT TO MEMORANDUM OF LEASE AGREEMENT

dated as of April 27, 2001

between

**PARK SIERRA CORPORATION, successor-in-interest to
ARIZONA & CALIFORNIA RAILROAD COMPANY LIMITED PARTNERSHIP**
as Lessee,

and

LASALLE NATIONAL LEASING CORPORATION
as Lessor

**FILED WITH THE SURFACE TRANSPORTATION BOARD
PURSUANT TO 49 U.S.C. § 11301
on _____, 2001 at __:__.m.**

AMENDMENT TO MEMORANDUM OF LEASE AGREEMENT

THIS AMENDMENT TO MEMORANDUM OF LEASE AGREEMENT is made and entered into as of April ~~7~~², 2001, by and between LASALLE NATIONAL LEASING CORPORATION ("Lessor"), and PARKSIERRA CORPORATION, successor-in-interest to ARIZONA & CALIFORNIA RAILROAD COMPANY LIMITED PARTNERSHIP ("Lessee"), with reference to the following:

1. Lessor and Lessee have heretofore entered into that certain Equipment Lease Agreement dated as of November 6, 1997, as amended (the "Equipment Lease Agreement"), that certain Memorandum of Lease Agreement dated as November 6, 1997, which was filed with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on December 24, 1997, and assigned recordation no. 21104 and that certain Assignment, Assumption and Consent Agreement dated as of June 15, 2001, which was filed with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 and 49 CFR § 1177 on September 12, 2000, and assigned recordation no. 21104-A.

Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, three (3) EMD 3000 horsepower, SD40-2 locomotives, bearing the following reporting marks:

<u>Current Reporting Mark and Number</u>	<u>Now Reporting Mark and Number</u>
HATX 751	ARZC 4001
TFM 1505	ARZC 4003
TFM 1510	ARZC 4004


Such rail cars are more fully described in the Equipment Lease Agreement, and Equipment Schedule No. C-1 thereto and incorporating the terms thereof, dated as of April 27, 2001 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Amendment to Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Amendment to Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Amendment to Memorandum of Lease Agreement to be executed as of the date first above written.

LASALLE NATIONAL LEASING
CORPORATION

By: 
Name: CONSTANCE W. LANCASTER
Title: 1st VICE PRESIDENT

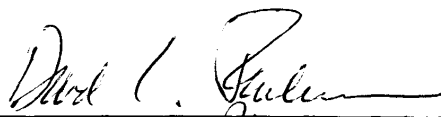
PARKSIERRA CORPORATION

By: _____
Name: _____
Title: _____

LASALLE NATIONAL LEASING
CORPORATION

By: _____
Name: _____
Title: _____

PARKSIERRA CORPORATION

By:  _____
Name: DAVID L. PARKINSON
Title: Chairman / CEO

STATE OF MARYLAND)
) ss.
COUNTY OF BALTIMORE)

On this 27th day of April, ²⁰⁰¹1998 before me appeared Constantine W. Lancaster, the person who signed this instrument, who acknowledged that (s)he is the 1st Vice President of LASALLE NATIONAL LEASING CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

DANA L. WELKER
[Seal] NOTARY PUBLIC
BALTIMORE COUNTY

Dana L. Welker
Notary Public

My commission expires: November 12, 2003

STATE OF _____)
) ss.
COUNTY OF _____)

On this __ day of _____, 1998 before me appeared _____, the person who signed this instrument, who acknowledged that (s)he is the _____ of PARKSIERRA CORPORATION, and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Notary Public

My commission expires: _____

STATE OF MARYLAND)
) ss.
COUNTY OF BALTIMORE)

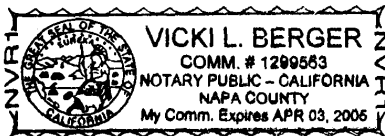
On this ___ day of _____, 1998 before me appeared _____, the person who signed this instrument, who acknowledged that (s)he is the _____ of LASALLE NATIONAL LEASING CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

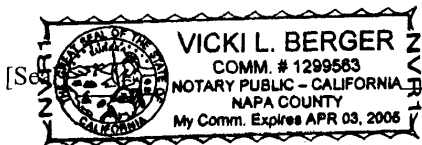
Notary Public

My commission expires: _____

STATE OF CALIFORNIA)
) ss.
COUNTY OF NAPA)



On this 27 day of APRIL, ²⁰⁰¹1998 before me appeared DAVID LAUDEN PARKINSON the person who signed this instrument, who acknowledged that (s)he is the CHAIRMAN/CED of PARKSIERRA CORPORATION, and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.



[Seal]

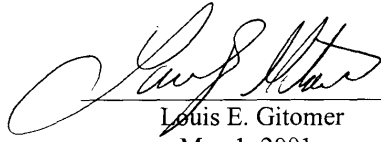
Vicki L. Berger
Notary Public

My commission expires: APRIL 03, 2003

VICKI L. BERGER, NOTARY PUBLIC

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Amendment to Memorandum of Lease Agreement dated as of April 27, 2001 and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
May 1, 2001